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*AIG Asset Management (U.S.), LLC, et al.,
Allstate Insurance Company, et al.,
Massachusetts Mutual Life Insurance Company, and
Prudential Insurance Company of America, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	
)	Chapter 11
Debtors.)	Jointly Administered
)	
)	

**DECLARATION OF ERIC D. WINSTON IN SUPPORT OF MOTION OF AIG ASSET
MANAGEMENT (U.S.), LLC, THE ALLSTATE ENTITIES, MASSACHUSETTS
MUTUAL LIFE INSURANCE COMPANY, AND THE PRUDENTIAL ENTITIES FOR
AN ORDER UNDER BANKRUPTCY RULE 3013 CLASSIFYING RMBS FRAUD
CLAIMS IN THE SAME CLASS AS THE SECURITIZATION TRUSTS' CLAIMS FOR
PURPOSES OF ANY CHAPTER 11 PLAN FOR THE DEBTORS**

I, Eric D. Winston, declare as follows:

1. I am a member of the State Bar of California and am admitted to practice before this Court. I am a partner at the law firm of Quinn Emanuel Urquhart & Sullivan, LLP, counsel of record for the Allstate Entities, AIG Asset Management (U.S.), Massachusetts Mutual Life

Insurance Company, and the Prudential Entities. I submit this declaration in support of concurrently-filed *Motion for an Order Under Bankruptcy Rule 3013 Classifying RMBS Fraud Claims in the Same Class as the Securitization Trusts' Claims for Purposes of Any Chapter 11 Plan for the Debtors*. I make this declaration of my personal and firsthand knowledge and, if called and sworn as a witness, I could and would testify competently hereto.

2. Attached hereto as Exhibit A is a true and correct copy of the Standard Terms of Pooling and Servicing Agreement, Mortgage Asset-Backed Pass-Through Certificates Series 2006-QO3, dated March 1, 2006.

3. Attached hereto as Exhibit B is a true and correct copy of the Prospectus Supplement for RALI 2006-QO3, dated March 28, 2006.

4. The attached materials are representative of the agreements and offering materials used in all of the securitizations at issue in the above-named Rule 3013 Motion. The other offerings purchased into by the moving parties all have materially similar (and, often, identical) representations and transactional features as those highlighted in the above-named Rule 3013 Motion. Because of their size, such duplicative materials are not being lodged herewith, but can be provided upon request by the Court.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 27th day of November, 2012, at New York, New York.

/s/ Eric D. Winston
Eric D. Winston